

Minutes of the meeting of the Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System held Friday, March 15, 2019 at the hour of 9:00 A.M. at 1950 W. Polk Street, in Conference Room 5301, Chicago, Illinois.

I. Attendance/Call to Order

Acting Chair Koetting called the meeting to order.

Present: Acting Chair Mike Koetting and Directors Hon. Dr. Dennis Deer, LCPC, CCFC; Ada Mary Gugenheim; and Robert G. Reiter, Jr. (4)

Telephonically Present: Directors Mary B. Richardson-Lowry and Sidney A. Thomas, MSW (Substitute Members)
Board Chair M. Hill Hammock (1) and Gerald Bauman (Non-Director Member)

Absent: Director Layla P. Suleiman Gonzalez, PhD, JD (1)

Director Gugenheim, seconded by Director Thomas, moved to allow Board Chair Hammock to telephonically participate in the meeting as a voting member. THE MOTION CARRIED UNANIMOUSLY.

Additional attendees and/or presenters were:

Cathy Bodnar – Chief Corporate Compliance and Privacy Officer
Debra Carey – Deputy Chief Executive Officer, Operations
Elizabeth Festa – CountyCare Compliance Officer
Jeff McCutchan – General Counsel

Deborah Santana – Secretary to the Board
Tom Schroeder – Director of Internal Audit
John Jay Shannon, MD – Chief Executive Officer
Dianne Willard – CCHHS Compliance Officer

II. Public Speakers

Acting Chair Koetting asked the Secretary to call upon the registered public speakers.

The Secretary responded that there were none present.

III. Report from Chief Corporate Compliance and Privacy Officer (Attachment #1)

- **Annual Report - Cook County Health as a Provider of Health Care Services**
- **Annual Report – CountyCare Medicaid Health Plan**

Cathy Bodnar, Chief Corporate Compliance and Privacy Officer, provided an overview of the information contained in the Report. Dianne Willard, CCHHS Compliance Officer, and Elizabeth Festa, CountyCare Compliance Officer, provided additional information. The Committee reviewed and discussed the information.

III. Report from Chief Corporate Compliance and Privacy Officer (continued)

The report included information on the following subjects:

- Background and Metrics
- Organizational Chart
- Year-Over-Year Comparison
- Metrics/Annual Reports:
 - Cook County Health as a Provider of Health Care Services
 - CountyCare Medicaid Health Plan

IV. Action Items

A. Minutes of the Audit and Compliance Committee Meeting, November 15, 2018

Director Reiter, seconded by Director Gugenheim, moved to accept the minutes of the Audit and Compliance Committee Meeting of November 15, 2018. THE MOTION CARRIED UNANIMOUSLY.

B. Review and approve Internal Audit Charter (Attachment #2)

Tom Schroeder, Director of Internal Audit, provided an overview of the Internal Audit Charter. He indicated that he is proposing only cosmetic changes to the Charter to update it, including changing references of CCHHS to reflect the recent change to “Cook County Health.”

Director ~~Suleiman Gonzalez~~ Reiter, seconded by Director Gugenheim, moved to approve the proposed changes to the Internal Audit Charter. THE MOTION CARRIED UNANIMOUSLY.

C. Any items listed under Sections IV and V

V. Closed Meeting Items

A. Report from Director of Internal Audit

B. Discussion of Personnel Matters

Director Reiter, seconded by Director Gugenheim, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding “the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity,” and 5 ILCS 120/2(c)(29), regarding “meetings between internal or external auditors and governmental audit committees, finance committees, and their equivalents, when the discussion involves internal control weaknesses, identification of potential fraud risk areas, known or suspected frauds, and fraud interviews conducted in accordance with generally accepted auditing standards of the United States of America.”

As Amended

V. Closed Meeting Items (continued)

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Acting Chair Koetting, Board Chair Hammock and Directors Deer, Gugenheim and Reiter (5)

Nays: None (0)

Absent: Director Suleiman Gonzalez (1)

THE MOTION CARRIED UNANIMOUSLY and the Committee convened into a closed meeting.

Acting Chair Koetting declared that the closed meeting was adjourned. The Committee reconvened into the open meeting.

VI. Adjourn

As the agenda was exhausted, Acting Chair Koetting declared the meeting ADJOURNED.

Respectfully submitted,
Audit and Compliance Committee of the Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Mike Koetting, Acting Chair

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Deborah Santana, Secretary

Requests/Follow-up:

There were no requests for follow-up at this meeting.

As Amended